

# **EXHIBIT 2**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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IN RE TRONOX, INC.  
SECURITIES LITIGATION

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) Civil Action No. 09-CV-06220-SAS  
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) Electronically Filed  
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THIS DOCUMENT RELATES TO  
ALL CLASS ACTIONS

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**DECLARATION OF HANNAH G. ROSS ON BEHALF OF  
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP  
IN SUPPORT OF CLASS COUNSEL'S MOTION FOR AN  
AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

I, Hannah G. Ross, declare as follows:

1. I am a partner at the law firm of Bernstein Litowitz Berger & Grossmann LLP (“Bernstein Litowitz”). I submit this declaration in support of Plaintiffs’ Counsel’s application for an award of attorneys’ fees in connection with services rendered in the above-captioned action (the “Action”) from inception through September 30, 2012 (the “Time Period”), as well as for reimbursement of expenses incurred by my firm in connection with the Action.

2. My firm is one of Plaintiffs’ Counsel in the Action and we represent Named Plaintiffs The Fire and Police Pension Association of Colorado and The San Antonio Fire and Police Pension Fund. My firm has been involved in all aspects of the prosecution and resolution of Action, as described in detail in the accompanying Declaration and memoranda submitted in support of the motion for final approval of the Settlement and Class Counsel’s motion for an award of attorneys’ fees and reimbursement of litigation expenses.

3. The schedule attached hereto as Exhibit 1 is a summary indicating the amount of time spent by each attorney and professional support staff of my firm who was involved in this Action during the Time Period, and the lodestar calculation based on my firm’s current billing rates. For personnel who are no longer employed by my firm, the lodestar calculation is based upon the billing rates for such personnel in his or her final year of employment by my firm. The schedule was prepared from contemporaneous daily time records regularly prepared and maintained by my firm, which are available at the request of the Court. Time expended in preparing this application for fees and reimbursement of expenses has not been included in this request.

4. The hourly rates for the attorneys and professional support staff in my firm included in Exhibit 1 are the same as the regular current rates charged for their services in non-contingent matters and/or which have been accepted in other securities or shareholder litigation.

5. The total number of hours expended on this Action by my firm during the Time Period is 5,323.75. The total lodestar for my firm for that period is \$2,394,733.75, consisting of \$2,035,720.00 for attorneys' time and \$359,013.75 for professional support staff time.

6. My firm's lodestar figures are based upon the firm's billing rates, which rates do not include charges for expense items. Expense items are billed separately and such charges are not duplicated in my firm's billing rates.

7. As detailed in the schedule attached hereto as Exhibit 2, my firm has incurred a total of \$102,947.20 in unreimbursed expenses in connection with the prosecution of this Action during the Time Period.

8. The expenses incurred in this Action are reflected on the books and records of my firm. These books and records are prepared from expense vouchers, check records and other source materials and are an accurate record of the expenses incurred.

I declare under penalty of perjury that the foregoing is true and correct. Executed on October 15, 2012.

  
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Hannah G. Ross

**EXHIBIT 1***In re Tronox, Inc. Securities Litigation***BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP****TIME REPORT**

Reporting Period: Inception through September 30, 2012

<b>NAME</b>	<b>HOURS</b>	<b>HOURLY RATE</b>	<b>LODESTAR</b>
<b>Partners</b>			
Max Berger	144.00	\$975.00	\$140,400.00
Salvatore Graziano	30.75	800.00	24,600.00
Hannah Ross	493.25	700.00	345,275.00
Gerald Silk	76.50	800.00	61,200.00
<b>Senior Counsel</b>			
Rochelle Hansen	130.50	675.00	88,087.50
<b>Associates</b>			
Matthew Berman	101.00	425.00	42,925.00
Michael Blatchley	42.00	440.00	18,480.00
David Duncan	117.50	425.00	49,937.50
Laura Gundersheim	1,086.75	500.00	543,375.00
Noam Mandel	84.00	465.00	39,060.00
David Steacie	53.25	425.00	22,631.25
<b>Staff Attorneys</b>			
Scott Horlacher	870.50	395.00	343,847.50
Larry Rubenstein	799.75	395.00	315,901.25
<b>Financial Analysts</b>			
Nick DeFilippis	15.00	465.00	6,975.00
Adam Weinschel	41.75	375.00	15,656.25
Amanda Beth Hollis	12.00	295.00	3,540.00
Rochelle Moses	31.00	295.00	9,145.00
Sharon Safran	14.50	295.00	4,277.50
Ryan S. Ting	12.00	235.00	2,820.00
<b>Investigators</b>			
Amy Bitkower	38.75	465.00	18,018.75
Lisa C. Burr	119.25	265.00	31,601.25
Jaclyn Chall	191.50	265.00	50,747.50

NAME	HOURS	HOURLY RATE	LODESTAR
<b>Litigation Support</b>			
Michael Hartling	13.50	225.00	3,037.50
<b>Paralegals</b>			
Maureen Duncan	23.75	290.00	6,887.50
Virgilio Soler, Jr.	399.00	290.00	115,710.00
Gary Weston	71.50	290.00	20,735.00
Ruben Montilla	310.50	225.00	69,862.50
<b>TOTAL LODESTAR</b>	<b>5,323.75</b>		<b>\$2,394,733.75</b>

\* This report does not include time for anyone who spent fewer than 10 hours on this litigation.

**EXHIBIT 2***In re Tronox, Inc. Securities Litigation***BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP****EXPENSE REPORT**

Reporting Period: Inception through September 30, 2012

<b>CATEGORY</b>	<b>AMOUNT</b>
Service of Process	\$ 2,325.75
On-Line Legal Research	18,320.84
On-Line Factual Research	9,856.67
Telephones/Faxes	112.66
Postage & Express Mail	1,470.21
Hand Delivery Charges	65.45
Local Transportation	2,295.92
Internal Copying	16,520.50
Outside Copying	8,579.08
Out of Town Travel	11,695.48
Working Meals	6,133.66
Court Reporting & Transcripts	8,788.05
Special Publications	50.00
Staff Overtime	546.04
Document Storage & Retrieval	102.00
Experts	7,260.89
Mediation Fees	8,824.00
<b>TOTAL EXPENSES:</b>	<b>\$102,947.20</b>